



# H-(b)11 Package

## Annual/Current Report

- **General Instructions**
- **Current Reporting Instructions**
- **Forms**

OTS Form H-(b)11  
Rev. 2/95 Previous Editions Obsolete

#004-HB1-05/94

## **Office of Thrift Supervision**

### **Annual/Current Report H-(b)11**

The Office of Thrift Supervision will use this information to determine whether savings and loan holding companies are in compliance with the statutes, regulations and conditions governing savings and loan holding companies.

Filed pursuant to Section 10(b) of the Home Owners' Loan Act, as amended, and 12 C.F.R. Section 584.1(a).

#### **PAPERWORK REDUCTION ACT STATEMENT**

Public reporting burden for this collection of information is estimated to average 15.5 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. If a valid OMB Control Number does not appear on this form, you are not required to complete this form. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to the Office of Thrift Supervision, Supervision Policy, 1700 G Street, N.W., Washington, D.C. 20552; and to the Office of Management and Budget, Paperwork Reduction Project (1550-0060), Washington, D.C. 20503.

Holding Company Docket Number H-\_\_ \_\_ \_\_ \_\_

**Office of Thrift Supervision****Report H-(b)11****Annual Report**

For the Fiscal Year Ended \_\_\_\_\_

**OR****Current Report**

For the Quarter Ended \_\_\_\_\_

or

For the Event on \_\_\_\_\_

Filed Pursuant to Section 10(b)(2) of the Home Owners' Loan Act, as amended, and 12 C.F.R. Section 584.1(a).

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 Legal Name of Registrant

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 Address of Principal Executive Office

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 Name, Telephone Number (including area code) and Address of an Individual to  
Whom Communications are to be Sent

Section 10(b)(2) of the Home Owners' Loan Act (HOLA), as amended, and 12 C.F.R. Section 584.1(a) require each savings and loan holding company (SLHC) to file Annual and Current Reports. An Annual Report on Form H-(b)11 must be filed not later than ninety (90) days after the fiscal year end. A SLHC that is registered as a trust (other than a business trust), a secured creditor or a corporate trustee is not subject to the filing requirements set forth herein.

Current Reports, providing quarterly updates of certain information, must also be filed under cover of Form H-(b)11. Current Reports must be filed within 45 days of the end of each quarter. If, however, information required by Item 17 of this Report (Securities and Exchange Commission (SEC) filings), is filed with the SEC, a Current Report must be filed simultaneously with the Office of Thrift Supervision ("OTS").

Combined reports may be filed by multi-tier SLHCs, provided that the required information is supplied for each holding company.

**Reports Not Substantially Prepared in Accordance With These Instructions, and Not Containing All Required Information, Will Not Be Accepted for Filing.**

This information is required by statute. Any omission or misrepresentation of material fact may subject the Registrant to legal sanctions.

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## **General Instructions**

### **1. Use of the Form**

- (a) This version of Form H-(b)11 replaces all prior versions of Forms H-(b)11AND H-(b)12. The form is required to be filed annually within 90 days of the fiscal year end. In addition, quarterly updates must be filed within 45 days of the end of each quarter (except the fourth quarter of the company's fiscal year--see 1(c) below) during which there has been a material change in any of the information reported. If no changes have occurred, the cover page, signature page and a statement certifying that no material changes have occurred must be filed at the end of each quarter.
- (b) The Annual Report must provide a response to each Item. The Current Report, however, must provide a response only for those Items in which a material change has occurred. In addition, all SEC filings must be submitted under cover of a Current Report and filed simultaneously with the filing of such statements with the SEC.
- (c) If material changes to items 4, 10, 15, 16 or 20 have occurred during the fourth quarter of the company's fiscal year, an H-(b)11 describing such changes must be submitted within 45 days of the end of such quarter. An Annual Report will still be required within 90 days of the end of the fiscal year.

### **2. Preparation of Report**

- (a) This Report is not to be used as a blank form, but as the format to be followed in providing the required information. Optional forms have been included in this package to facilitate the submission of data. Any Item requiring information to be given in columnar form must be provided in substantially the form specified. The forms should be supplemented with narrative discussion as required to satisfy the information requests. The information should be presented in a manner that allows the reader to understand what is being conveyed without referring to the instructions for the Item. The text of these form instructions may be omitted from the Report, however, an Item's nonapplicability should be affirmatively noted as such.
- (b) Please include an index of Items and Sub-Items.
- (c) The Report and all attachments must be clear and easily readable in type or print on pages (folded or unfolded) that do not exceed 8-1/2 x 11 inches. Each copy should be bound, without stiff covers, in one or more parts.
- (d) If required information is not economically or reasonably available to the Registrant, it may be omitted; however, please state why the information is not readily obtainable.
- (e) Unless specifically noted otherwise, information regarding subsidiaries of the savings association(s) may be omitted.

### **3. Filing Requirements**

One original Report and one conformed copy, including exhibits and other pertinent papers and documents, shall be filed with the OTS Regional Office(s) that has supervisory authority over an insured subsidiary. All copies should be clearly captioned as to type of filing and should include all exhibits and other pertinent documents.

#### **4. Amendments**

All amendments should be filed under cover of this form and clearly identified as amendments. Items should be numbered consecutively and comply with all pertinent requirements of the Report, including the certification page.

#### **5. Incorporation by Reference**

Material contained in exhibits to this Report, or on file with the OTS, may be incorporated by reference in answer or partial answer to any Item. The location of the incorporated material should be clearly specified, including page, item and/or paragraph number.

#### **6. Confidential Information**

Unless special arrangements are made with the OTS, all materials filed as part of this Report are available for public inspection. Should the Registrant desire to have "confidential" treatment accorded any information submitted as part of this Report (mainly biographical data and financial projections), such material should be separately bound and labeled "confidential" and accompanied by a formal request stating the reasons for filing such information confidentially.

If any material has been granted confidential treatment under state or federal laws, or by a government agency, or if the disclosure would be contrary to the policies/rules of the New York Stock Exchange and/or the Securities and Exchange Commission, such circumstance should be described. The OTS will advise the Registrant of any decision to make information that is labeled "confidential" available to the public. It should be understood that, in the settlement of litigation or formal appeals, it may be necessary for the OTS to release materials that are given "confidential" treatment. The OTS will follow the Freedom of Information Act's provisions in this regard.

#### **7. Definitions**

The terms used in this Report, unless specifically defined in the instructions to an Item, have the meaning commonly ascribed to them in commercial/financial usage or as specified in Section 10 of the Home Owners' Loan Act, as amended, and 12 C.F.R. Parts 583, 574 and 561.

#### **8. Modification of Requirements**

Authority to modify reporting requirements is delegated to the Regional Director, or his/her designee. Items of this Report may be waived or modified if deemed to be overly burdensome, otherwise reported to the OTS or immaterial in a given case. Requests for waivers or modifications, and the rationale for granting such requests, must be documented in writing. Waivers or modifications to reporting requirements must be reconsidered during each applicable reporting period.

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## **Item 1. Subsidiaries of Registrant**

Provide an organizational chart of the holding company structure including all domestic and foreign subsidiaries. For each noninsured subsidiary the Registrant controls (as set forth in 12 C.F.R. Section 574.4), provide the following information with the columnar headings indicated. Form 1 may be used to provide the required information.

### **Columnar Headings**

- (1) Name and address;
- (2) Year and state of incorporation;
- (3) Percentage of voting shares, partnership interests, voting trust certificates or capital contributions owned, controlled or contributed (directly or indirectly) by the SLHC and the date control was acquired or made;
- (4) A brief description of each specific business activity in which the SLHC or its noninsured subsidiary is engaged on a separate entity basis. If the holding company does not meet the requirements for exempt status as outlined in 12 C.F.R. Section 584.2a(a) and is not grandfathered pursuant to 12 C.F.R. Section 584.2a(b), the description of each business activity should indicate whether the activity is:
  - Permissible for all SLHCs pursuant to 12 C.F.R. 584.2(b)(1)-(5);
  - Permitted for bank holding companies pursuant to 12 C.F.R. 225.23 or 225.25; or
  - Set forth on the list at 12 C.F.R. 584.2-1.

If the activity does not fall into any one of these three categories, provide a discussion outlining the projected date and actions required to divest of the activity. If exempt or grandfathered status is claimed, the basis for such claim should be set forth in a footnote.

NOTE: Exempt diversified holding companies may omit subsidiaries in which their investment does not exceed ten percent of total consolidated assets as of the end of the most recently completed fiscal year if: 1) the subsidiary is not engaged in any permissible holding company activity set forth in 12 C.F.R. Section 584.2(b); and 2) the subsidiary has not engaged in any direct or indirect transaction with an insured subsidiary or a service corporation of an insured subsidiary.



## Subsidiaries of Registrant

Form 1

①	②	③	④
Name & Address	Year & State Inc.	Date and % of Voting Shares, Partnership Interest, Voting Trust Certificates, Capital Contributions	Description of Activity

## **Item 2: Investment in Savings Associations or SLHCs**

Provide the following information, with the columnar headings indicated, if:

- the Registrant directly or indirectly, or through one or more subsidiaries, holds any of the voting shares of a savings association or SLHC that is not a subsidiary;
- control of a new subsidiary savings association (insured or uninsured) or SLHC was acquired; or
- additional shares or voting securities of a previously held subsidiary savings association or SLHC were acquired.

The information may be provided on Form 2.

### **Columnar Headings**

- (1) Name of acquiring company;
- (2) Name and address of savings association or savings and loan holding company held/acquired;
- (3) Number of shares held/acquired;
- (4) Percent of outstanding shares held/acquired;\* and
- (5) Date acquired.

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\* If the Registrant is reporting ownership of more than five percent of the outstanding voting shares of a savings association or SLHC that is not a subsidiary, indicate in a footnote the exception to Section 10(e)(1)(A)(iii) of the HOLA that is being relied upon.

Investment in Savings Association or SLHCs

Form 2

①	②	③	④	⑤
Name of Acquiring Company	Name & Address of Savings Association or SLHC Held/Acquired	No. of Shares Held/Acquired	% of Outstanding Shares Held/Acquired	Date Acquired

### **Item 3. Multiple SLHC Investments**

Furnish the following information with the columnar headings indicated if the Registrant is a nonexempt multiple SLHC (as defined in 12 C.F.R. Section 584.2a(a)) and the Registrant or any of its subsidiaries have investments representing more than 5% of the voting shares of any company that is: (i) not a subsidiary; or (ii) engaged in any business activity other than those specified in Section 10(c)(2) of the HOLA. The required information may be provided on Form 3.

#### **Columnar Headings**

- (1) The name and address of each company;
- (2) The percentage of outstanding voting shares owned; and
- (3) A description of the business activities of each company.

## Multiple SLHC Investments

Form 3

①	②	③
Name & Address of Company	%of Outstanding Voting Shares Owned	Description of Business Activities of Company

## **Item 4(a). Directors, Officers, Partners, Trustees and Others**

### **Partnerships Should use Item 4(b) in Lieu of this Item**

### **Trusts Should use Item 4(c) in Lieu of this Item**

All other Registrants shall provide the information below with the columnar headings indicated for all:

- directors\* (as defined in 12 C.F.R. Section 561.18);
- officers\* (as defined in 12 C.F.R. Section 561.35);
- partners;
- trustees; and
- any individual or entity owning, controlling or holding proxies representing more than 10% of the voting shares of the Registrant or its noninsured subsidiaries. (If more than 10% of any class of equity security of the Registrant or its subsidiaries is beneficially owned\*\* by an associate (as defined in 12 C.F.R. Section 563b.2(a)(5)) of any director, officer, partner, or trustee, also state the amount of each class of such security owned by each associate.)

The required information shall be provided, and listed separately, for the Registrant and its noninsured subsidiaries. Form 4(a) may be used to provide the required information. Diversified holding companies may omit subsidiaries that are not engaged in any permissible holding company activities set forth in 12 C.F.R. Section 584.2(b) and have not engaged in any direct or indirect transaction with an insured subsidiary or its service corporation(s).

### **Columnar Headings**

- (1) Name;
- (2) Position;
- (3) Number of shares or other security of Registrant or its subsidiary held individually or by any immediate family member (as defined at 12 C.F.R. Section 574.2(j));
- (4) Name of entity issuing shares;
- (5) Title of class of securities;
- (6) Percent to total outstanding; and
- (7) Number of shares under option.

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\* If a new officer or director is appointed or elected, the information in this item must be submitted at the next quarterly filing (unless Form 1393 has been filed in compliance with Section 914 of FIRREA). The following information should also be provided for new directors or officers:

- A resume summarizing relevant experience; and
- A description of any current position as director, officer, employee or controlling beneficial stockholder of any SLHC, excluding Registrant, or in any savings association that is not a subsidiary of the Registrant.

\*\* Beneficially owned means the possession of legal and equitable title in a security subject to no adverse interest other than a lien. Among the characteristics of beneficial ownership: the right to vote, control the voting of, or, as a practical matter, to direct the voting of the securities involved; the right to transfer or control their transfer; the right, directly or indirectly, to receive income therefrom or control the disposition of the income; or the right to receive or dispose of liquidation proceeds. In addition, although none of these factors may exist because the person has relinquished these rights (as in a trust in favor of others), but has the present means of revisiting them in himself (as by retention of the power to revoke) a beneficial interest in the settler exists.

## Directors, Officers, Partners, Trustees, and Others

Form 4(a)

①	②	③	④	⑤	⑥	⑦
Name	Position	No. of Shares Held	Name of Issuing Entity	Title of Class of Securities	% to Total Outstanding	No. of Shares Under Option

#### **Item 4(b). Partnership/Contribution of Capital**

As to each Registrant that is a partnership, list all current or future persons or entities that have/will contribute(d) 10% or more of the capital of the partnership. The information should be provided with the columnar headings indicated and may be submitted on Form 4(b).

##### **Columnar Headings**

- (1) Name and address of contributor;
- (2) Type of partner; and
- (3) Percent of total partnership capital contributed.



Partnership/Contribution of Capital

Form 4(b)

①	②	③
Name & Address of Contributor	Type of Partner	% of Partnership Capital

#### **Item 4(c). Trust/Beneficial Interest**

As to each Registrant that is a trust, list all persons who have more than 10% beneficial interest. The information should be provided with the columnar headings indicated and may be provided on Form 4(c).

##### **Columnar Headings**

- (1) Name and address of beneficiary;
- (2) Type of trust;
- (3) Percent of beneficial interest; and
- (4) Trustee.

## Trust/Beneficial Interest

Form 4(c)

①	②	③	④
Name & Address of Beneficiary	Type of Trust	% of Beneficial Interest	Trustee

### **Item 5. Investment in Nonaffiliated Thrifts or SLHCs**

For any director or officer of the Registrant, and any individual who owns, controls or holds with power to vote more than 25% of the Registrant's voting shares, indicate any investment in a nonaffiliated savings association or holding company. For each individual, provide the following information with the columnar headings indicated. Form 5 may be used to provide the required information.

#### **Columnar Headings**

- (1) Name and address;
- (2) Name and address of nonaffiliated savings association or holding company;
- (3) Title of class of stock;
- (4) Type of ownership;
- (5) Number of shares; and
- (6) Percent of total outstanding.

## Investment in Nonaffiliated Thrifts or SLHCs

Form 5

①	②	③	④	⑤	⑥
Name and Address	Name & Address of Nonaffiliated Thrift or SLHC	Title of Class	Type of Ownership	No. of Shares Acquired	% of Total Outstanding

### **Item 6. Voting Rights of a Mutual Association**

If the holding company or any subsidiary thereof (or any of its directors, officers, employees, management officials, or any person owning, controlling or holding with power to vote, or holding proxies representing 25% or more of the voting shares of the holding company or any subsidiary) held, solicited or exercised any proxies with respect to any voting rights in a mutual savings association since the beginning of the period under report, furnish the following information with the columnar headings indicated. Form 6 may be used to provide the required information. Include complete information if the proxies, with respect to the voting rights in a mutual savings association, are held by a committee that includes as a member one or more of the above enumerated persons.

#### **Columnar Headings**

- (1) Name of individual or company;
- (2) Name of mutual savings association;
- (3) Number of voting rights represented by proxies;
- (4) Percent of voting rights outstanding;
- (5) Date of acquisition of proxies; and
- (6) Term of proxy.

## Interlocking Directors and Officers—Voting Rights of a Mutual Association

**Form 6**

① Name of Individual or Company	② Name of Mutual Savings Association	③ No. of Shares Represented by Proxies	④ % of Shares Outstanding	⑤ Date of Acquisition of Proxies	⑥ Terms of Proxy

**Item 7. Interlocking Directors and Officers —  
Control or Managerial Influence**

If any management official (as defined in Section 563f.2(f)) of the holding company (or any person owning, controlling or holding with power to vote, or holding proxies representing 25% or more of the voting shares of the holding company) served at the same time as a management official of a nonaffiliated depository institution or a nonaffiliated holding company (as defined in Sections 563f.2(d) and (c) respectively) since the beginning of the period under report; or controlled a savings association that is not a subsidiary of this holding company since the beginning of the period under report, furnish the following information with the columnar headings indicated. The required information may be provided on Form 7. If control of such an association is other than by ownership of voting securities, briefly describe the method of control.

**Columnar Headings**

- (1) Name, address and position of individual;
- (2) Name, address and asset size of nonaffiliated savings association or SLHC;
- (3) Position held at nonaffiliated savings association or SLHC; and
- (4) If relying on an exemption, please explain the basis for such.



## Interlocking Directors and Officers --- Control or Managerial Influence

Form 7

①	②	③	④
Name, Address, and Position of Individual	Name, Address, and Asset Size of Nonaffiliated Association or SLHC	Position Held at Nonaffiliated Entity	If Relying on an Exemption, Please Explain the Basis for Such

### **Item 8. Classification of Registrant**

This Item need only be completed by SLHCs claiming diversified status as defined in 12 C.F.R. Section 583.11. If the Registrant claims to be a diversified SLHC, provide a computation (on Form 8 or in a similar format) in support of such claim. Such computation should be made in accordance with generally accepted accounting principles. If a pro forma basis is used, the reasons and supporting data for such basis must be furnished.

If books and records of the Registrant and its subsidiaries do not permit a definite segregation of consolidated net worth for the foregoing purposes, the Registrant shall furnish a statement to that effect and shall make estimates thereof, setting forth in an exhibit, in reasonable detail, the basis for the estimates.

NOTE: Related business activities include all activities listed in 12 C.F.R. Sections 584.2(b), 584.2-1 and 584.2-2. Investment in banks and other approved activities for bank holding companies are generally considered related business activities.

## Classification of Registrant

Form 8

### 1. Net Worth Requirement

- a. The portion of the Registrant's consolidated net worth at the close of its last preceding fiscal year on an actual or pro forma basis represented by:
- (1) Subsidiary savings association \$ \_\_\_\_\_
  - (2) Other related business activities specified in 12C.F.R. Sections 584.2(b), 584.2-1, and 584.2-2. \_\_\_\_\_
- b. Total of Line 1.a.(1) plus Line 1.a.(2) \_\_\_\_\_
- c. Consolidated net worth as of same data \_\_\_\_\_
- d. Ratio of Line 1.b to Line 1.c \_\_\_\_\_ %

### 2. Net Earnings Requirement

- a. Net earnings for the last preceding fiscal year on an actual or pro forma basis as follows
- (1) Total net earnings that the subsidiary savings association contributed to consolidated net earnings  
\_\_\_\_\_
  - (2) Total net earnings that other related business activities specified in 12 C.F.R. Sections 584.2(b), 584.2-1 and 584.2-2 contributed to consolidated net earnings \_\_\_\_\_
- b. Total of Line 2.a.(1) plus Line 2.a.(2) \_\_\_\_\_
- c. Total consolidated net earnings for the last preceding fiscal year \_\_\_\_\_
- d. Ratio of Line 2.b to Line 2.c \_\_\_\_\_ %

### **Item 9. Dividend Summary**

For each savings association, provide the following information with the columnar headings indicated. The required information may be provided on Form 9.

#### **Columnar Headings**

- (1) Name and docket number of savings association;
- (2) Amount of dividend(s) paid to the Registrant or its subsidiaries;
- (3) Date declared; and
- (4) Date paid.

## Dividend Summary

Form 9

① Name and Docket Number of Savings Association	② Amount of Dividends Paid to Registrant or its Subsidiaries	③ Date Declared	④ Date Paid

### **Item 10. Taxes**

(a) If the Registrant files a consolidated federal tax return, describe any formal or informal tax sharing agreements with the savings association(s). A copy of the most recent tax sharing agreement should be provided as an exhibit (unless previously filed with OTS).

(b) If funds from the savings association(s) were paid to the Registrant for purposes of income tax payments during the period under report, provide the following information with the columnar headings indicated. The required information may be provided on Form 10.

#### **Columnar Headings**

- (1) Name and docket number of savings association;
- (2) Date of payment to Registrant;\*
- (3) Amount of payment to Registrant;\*
- (4) Proportion of consolidated tax payment contributed by subsidiary savings association;
- (5) Amount required to pay I.R.S. or refund entitled if association filed as a separate entity; and
- (6) Date of payment from Registrant to I.R.S.

\* If the savings association makes payments on its own behalf, or on behalf of the consolidated structure, directly to the I.R.S., such payments should be listed and footnoted with appropriate clarifications.

Taxes

Form 10

①	②	③	④	⑤	⑥
Name and Docket Number of Savings Association	Date of Payment to Registrant	Amount of Payment to Registrant	Proportion of Registrant's Consolidated Tax Payment	Amount if Association was Treated as a Separate Entity	Date Registrant Made Payment to I.R.S.

**Item 11. Debt or Borrowings Secured by  
Pledge of Nonwithdrawable Stock**

Describe the terms and conditions of any new pledge, or any changes in the terms and conditions of any existing pledge, of nonwithdrawable stock of any subsidiary savings association of the Registrant that secures short-term or long-term debt or borrowings of the Registrant or its noninsured subsidiaries. Furnish the following information for each issuance of debt or borrowing described with the columnar headings indicated. The required information may be provided on Form 11.

**Columnar Headings**

- (1) Name of lender;
- (2) Name of savings association;
- (3) Percent of shares outstanding used as collateral;
- (4) Date of loan;
- (5) Interest rate;
- (6) Maturity date;
- (7) Original amount;
- (8) Unpaid balance;\* and
- (9) Use of proceeds.

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\* Indicate by an asterisk each issuance of debt or borrowings that is delinquent. Briefly explain the nature and extent of the delinquency by footnote.



## Debt or Borrowings Secured by Pledge of Nonwithdrawable Stock

**Form 11**

① Name of Lender	② Name of Savings Association	③ % of Shares Outstanding Used as Collateral	④ Date of Loan	⑤ Interest Rate	⑥ Maturity Date	⑦ Original Amount	⑧ Unpaid Balance	⑨ Use of Proceeds

### **Item 12. Increase in Amount of Securities Outstanding**

- (a) If the amount of securities of the Registrant or any of its subsidiaries has been increased through the issuance of any new class of securities, or through the issuance or reissuance of any additional securities of a class outstanding, and the aggregate amount of all such increases not previously reported exceeds 5% of the securities of the class previously outstanding, furnish the following information with the columnar headings indicated. The required information may be provided on Form 12.

#### **Columnar Headings**

- (1) Title of class;
  - (2) Amount of securities issued;
  - (3) Previous amount outstanding;
  - (4) Amount outstanding after issuance;
  - (5) Aggregate cash proceeds or other consideration; and
  - (6) Description of transaction (i.e., purchase price, date, seller).
- (b) Provide an itemized statement of the purpose(s), so far as determinable, for which the net proceeds have been or are to be used.

## Increase in Amount of Securities Outstanding

**Form12**

①	②	③	④	⑤	⑥
Title of Class	Amount of Securities Issued	Previous Amount Outstanding	Amount Outstanding After Issuance	Aggregate Cash Proceeds or Other Consideration	Description of Transaction

### **Item 13. Treasury Stock**

If the Registrant has repurchased any of its stock, provide the following information with the columnar headings indicated. If stock has been repurchased from insiders or related parties, indicate the name of the individual. The required information may be provided on Form 13.

#### **Columnar Headings**

- (1) Date of repurchase;
- (2) Percent of Registrant's capital represented by the repurchase;
- (3) Number of shares repurchased;
- (4) Remaining total outstanding;
- (5) Average price per share; and
- (6) Name.

## Treasury Stock

Form 13

<b>①</b>	<b>②</b>	<b>③</b>	<b>④</b>	<b>⑤</b>	<b>⑥</b>
Date of Repurchase	% of Registrant's Capital Represented by Repurchase	Number of Shares Repurchased	Remaining Total Outstanding	Average Price Per Share	Name*
					*For Repurchase from Insiders or Related Parties

#### **Item 14. Changes in Securities**

- (a) If the constituent instruments defining the rights of the holders of any class of securities of the Registrant or its subsidiaries have been materially modified (i.e., working capital restrictions and other limitations upon the payment of dividends), give the title of the class of securities involved, and state briefly the general effect of such modification upon the rights of holders of such securities.
- (b) If the rights evidenced by any class of securities of the Registrant or its subsidiaries have been materially limited or qualified by the issuance or modification of any other class of securities, state briefly the general effect of the issuance or modification of such other class of securities upon the rights of the holders of all other classes of securities.

### **Item 15. Pending Legal Proceedings**

- (a) Briefly describe any material\* pending legal proceedings that have not been previously reported, other than routine litigation incidental to the business (including actions for negligence), to which the Registrant or any of its subsidiaries is a party or to which any of their property is the subject. Any bankruptcy, receivership or similar proceeding with respect to the Registrant or any of its significant subsidiaries (as defined at 12 C.F.R. Section 563c.2(b)) must be described.

Any material proceeding of which any director, officer, partner, trustee or affiliate of the Registrant or any associate (as defined in 12 C.F.R. 563b.2(a)(5)) of any such director, officer, partner or trustee is a part; or in which any such person has an interest, adverse to the Registrant or any of its subsidiaries, must also be described. Include the name of the court or agency in which the proceedings are pending, the date instituted and the principal parties thereto. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

- (b) If any significant developments have occurred regarding any such proceedings previously reported, or if any such proceedings have been terminated, give details of developments and, where appropriate, give the date of termination and state the disposition thereof.

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\* No information needs to be provided with respect to any proceedings that primarily involve a claim for damages if the amount involved, exclusive of interest and costs, does not exceed 5% of the net worth of the Registrant and its subsidiaries on a consolidated basis. If, however, any proceeding presents, in large degree, the same issues as other proceedings pending or known to be contemplated, the amount involved in such other proceedings must be included.

### **Item 16. Defaults Upon Securities**

- (a) If there has been any default in the payment of principal, interest, a sinking or purchase fund installment or any other default with respect to any indebtedness of the Registrant or any of its significant subsidiaries (as defined at 12 C.F.R. Section 563c.2(b)) exceeding 5% of Registrant's total consolidated assets, and such default has not been cured within 30 days, identify the indebtedness and state the nature of the default. In the case of such a default, state the amount of the default and the total arrearage on the date of filing this report.
- (b) If any material arrearage in the payment of dividends has occurred, or if there has been any other material delinquency with respect to any class of preferred stock of the Registrant, or with respect to any class of preferred stock of any significant subsidiary of the Registrant, and such arrearage or delinquency has not been brought current within 30 days, give the title of the class and state the nature of the arrearage or delinquency. In the case of an arrearage in the payment of dividends, state the amount and the total arrearage on the date of filing this Report.

This Item need not be completed for any default or arrearage with respect to any class of securities that is held by, or for the account of, the Registrant or its wholly owned subsidiaries.



### **Item 17. Filing of Statements with the Securities and Exchange Commission**

Unless previously filed with the OTS, a copy of all materials filed with the Securities and Exchange Commission, including filings under both the Securities Act of 1933 and the Securities Exchange Act of 1934, should be submitted under cover of this Report. Securities filings of insured subsidiary institutions are filed with the OTS separately, and need not be included under cover of an H-(b)11.

**Item 18. Change in Independent Auditor or Fiscal Year End**

If there has been a change in independent auditors or fiscal year end, explain the reason(s) for change, date of change and identify the new auditor/date.

### **Item 19. Books and Records**

Indicate the location and the names of the custodians of the books and records of the Registrant and its noninsured subsidiaries. Information as to books and records of the subsidiaries of diversified Registrants that are engaged in business activities other than those specified in Section 10(c)(2)(A) through (F) of the HOLA may be omitted.

## **Item 20. Other Materially Important Events**

The Registrant shall report under this Item any information that is not specifically requested in this Report, but which may affect the records of the OTS (i.e., a name change) or which may affect the subsidiary association. Information that the Registrant deems to be of material importance should also be reported under this Item.

## **Item 21. Financial Statements**

Financial statements of savings and loan holding companies, except those of personal trusts, banks and insurance companies, must be audited by an independent public accountant if its insured subsidiary has consolidated assets of \$500 million or greater.

In determining whether this audit requirement applies, multiple holding companies should aggregate the assets of all insured subsidiary institutions. Registrants that have audited statements prepared for purposes other than OTS requirements, (e.g., SEC requirements) should provide a copy to the OTS. The financial statements of all Registrants must be prepared in accordance with generally accepted accounting principles. The format of the financial statements should be consistent with the financial statement presentation requirements set forth in SEC Regulation S - X and Industry Guide 3. (Copies of this publication are available for sale from the Superintendent of Documents, U.S. Government Printing Office, Washington, DC 20402.)

The following financial statements are to be filed as part of this Report. Any requests for modification or waiver of these requirements should be directed to the appropriate OTS Regional Director. Such requests may be appropriate for holding companies that engage in very limited activities other than control of the institution.

### **A. Consolidated Statements**

1. Consolidated statements of financial condition of the Registrant and its subsidiaries, and consolidated statements of operations, cash flow and retained earnings or equity statements of the Registrant and its subsidiaries must be filed for the fiscal year under report.
2. Unaudited consolidating schedules must be filed with the consolidated statements.
3. The Registrant must follow the consolidated statement principles of inclusion or exclusion that will clearly exhibit the financial condition and results of operations of the Registrant and its subsidiaries.
4. In multi-tier holding company structures, when a combined Report is filed, audited consolidated statements and unaudited consolidating schedules should be provided for each company as would be required if the subsidiary holding company were filing independently. Alternatively, audited consolidating schedules filed with consolidated statements at the top tier is acceptable.

### **B. Unconsolidated Subsidiaries and Other Persons**

1. For each subsidiary identified in Item 1 that is not consolidated, excluding subsidiary savings associations, statements of financial condition, operations and cash flow must be filed as would be required if the subsidiary were itself a Registrant. Insofar as practicable, these statements must be as of the same dates or for the same periods as those of the Registrant even though acquired during the period.
2. If the fiscal year of any unconsolidated subsidiary has ended within 90 days before the date of filing of the Report, or ends after the date of filing, financial statements of the subsidiary for such fiscal year must be filed as an amendment to the Report within 120 days after the end of the subsidiary's fiscal year. In addition, unaudited statements as of the same date as Registrant's statements must be filed if statements for the same period are not available.

## **Item 22. Exhibits**

The following exhibits are to be filed as a part of this Report:

1. The Registrant's annual report to shareholders for the fiscal year under report.
2. Copies not previously filed of: (a) definitive Schedule 14A proxy soliciting material for the period under report; and (b) reports on Forms 8K and 10K, and any amendments, filed with the Securities and Exchange Commission as required by the Securities Exchange Act of 1934 for the period under report.
3. Copies not previously filed of any prospectus issued by the Registrant or any of its subsidiaries in connection with any registration statements filed during the period under report with the Securities and Exchange Commission pursuant to the Securities Act of 1933 and with any State authority in connection with any intrastate offering.
4. Copies not previously filed of the Registrant's charter and bylaws or instruments corresponding thereto (e.g., partnership agreement, trust agreement).

## Certification

Pursuant to the requirements of Section 10(b)(2) of the HOLA, as amended, the Registrant making this Report has caused this filing to be signed on its behalf by the undersigned, duly authorized.

\_\_\_\_\_  
Name of Registrant

The undersigned principal executive or principal financial officer of the Registrant making this Annual Report acknowledges and certifies that the information contained herein, including forms or exhibits checked or listed below, has been carefully reviewed, and that such information is true, correct and complete.

Included:

- \_\_\_\_\_ Form 1: Subsidiaries of Registrant
- \_\_\_\_\_ Form 2: Investment in Savings Associations or SLHCs
- \_\_\_\_\_ Form 3: Multiple SLHC Investments
- \_\_\_\_\_ Form 4(a): Directors, Officers, Partners, Trustees, and Others
- \_\_\_\_\_ Form 4(b): Partnership/Contribution of Capital
- \_\_\_\_\_ Form 4(c): Trust/Beneficial Interest
- \_\_\_\_\_ Form 5: Investment in Nonaffiliated Thrifts or SLHCs
- \_\_\_\_\_ Form 6: Interlocking Directors and Officers—Voting Rights of a Mutual Association
- \_\_\_\_\_ Form 7: Interlocking Directors and Officers—Control or Managerial Influence
- \_\_\_\_\_ Form 8: Classification of Registrant
- \_\_\_\_\_ Form 9: Dividend Summary
- \_\_\_\_\_ Form 10: Taxes
- \_\_\_\_\_ Form 11: Debt or Borrowings Secured by Pledge of Nonwithdrawable Stock
- \_\_\_\_\_ Form 12: Increase in Amount of Securities Outstanding
- \_\_\_\_\_ Form 13: Treasury Stock
- \_\_\_\_\_ Other:

Attest:

\_\_\_\_\_  
Name and title  
on behalf of Registrant

\_\_\_\_\_  
Name and title

Date: \_\_\_\_\_